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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SOLENGO CAPITAL ADVISORS ULC,

Plaintiff,

-against-

DEAD HORSE MEDIA LLC, DEALBREAKER,
ELIZABETH SPIERS, JOHN CARNEY, BESS LEVIN,
JOHN DOE AND JANE DOE,

Defendants.

07 CV 2657 (DLC)

**CORRECTED DECLARATION
OF EDWARD H. ROSENTHAL
IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS**

X

EDWARD H. ROSENTHAL declares under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am a member of Frankfurt Kurnit Klein & Selz, P.C., attorneys for defendants Dead Horse Media LLC, Dealbreaker, Elizabeth Spiers, John Carney, and Bess Levin (collectively, the “defendants”). I have personal knowledge of the facts set forth herein and submit this declaration in support of defendants’ motions to dismiss the complaint in this action pursuant to F.R.C.P. Rule 12(b)(1) for lack of subject matter jurisdiction.

2. Attached hereto as Exhibit A is a true and correct copy of Plaintiff Solengo Capital Advisors ULC's ("Solengo") Amended Complaint, dated May 10, 2007 (the "Amended Complaint")

3. Attached hereto as Exhibit B is a true and correct copy of the April 1, 2007 Declaration of Jonathan D. Cogan attached to Solengo's Amended Complaint.

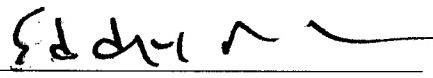
4. Attached hereto as Exhibit C is a true and correct copy of the April 2, 2007 Order to Show Cause.

5. Attached hereto as Exhibit D is a true and correct copy of the April 2, 2007 Preliminary Injunction on Consent.

WHEREFORE, respectfully requests that the Court grant defendants' motions to dismiss the complaint pursuant to F.R.C.P. Rule 12(b)(1) for lack of subject matter jurisdiction and to grant defendants such other and further relief as the Court deems just and proper.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 30, 2007.


EDWARD H. ROSENTHAL